

# **22<sup>nd</sup> ANNUAL REPORT**

**2015-16**

**GENOMIC VALLEY BIOTECH LIMITED**

**GENOMIC VALLEY BIOTECH LIMITED**  
**Company Information**

**BOARD OF DIRECTORS**

Mr. Yogesh Agrawal	Managing Director
Mrs. Parul Agrawal	Non – Executive Director
Mr. Rajesh Kumar Saxena	Non – Executive Independent Director
Mr. Pradeep Gupta	Non – Executive Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Lalit Shah

**COMPANY SECRETARY AND COMPLAINEE OFFICER**

Mr. Hitesh Kumar Drolia

**BOARD COMMITTEES**

**AUDIT COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**STAKE HOLDER RELATIONSHIP COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**RISK MANAGEMENT COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**BANKER**

Kotak Mahindra Bank  
State Bank of India

**REGISTERED OFFICE**

4 K.M. Stone, Berry Charra Road  
P.O. Tanda Hari, Teh. Bahadurgarh,  
Dist. Jhajjar, Haryana 124507

## CONTENTS

Particulars	Page No.
Notice of Annual General Meeting	4-12
Profile of Director	13
Board Report and Management Discussion & Analysis	14-27
Particulars of Employees and Directors	28-29
MGT-9	30-36
Auditor Certificate regarding Compliance of conditions of Corporate Governance	37
Nomination and Remuneration Policy	38-40
Secretarial Audit Report	41-45
Corporate Governance	46-60
Declaration by Managing Director	61
Managing Director & Chief Financial Officer Certification	62
Auditors' Report	63-69
Balance Sheet	70
Profit & Loss Account	71
Cash Flow Statement	72
Notes to Accounts	73-80
Proxy Form	81-82
Attendance Slip	83
Ballot Form	84
Nomination Form	85-86
Route Map & Landmark	87
Book Post	88

GENOMIC VALLEY BIOTECH LIMITED  
Regd. Off: 4 KM STONE BERI CHHARA ROAD, TEHSIL-BAHADURGARH  
DISTT-JHAJJAR, HARYANA-124507  
CIN: L01122HR1996PLC033029  
Tele :- +91-9811341542  
Email : [genomicvalley@gmail.com](mailto:genomicvalley@gmail.com)  
Visit : <http://www.genomicvalley.com>

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Thursday, 29<sup>th</sup> day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berry Charra Road P.O. TandaHeri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.
3. Ratification of the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M.NO. 084960) as Statutory Auditors of the Company

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), and resolution passed by the members at their 20<sup>th</sup> Annual General Meeting held on May 31, 2014, the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M.NO. 084960), the Statutory Auditors of the Company, who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified by the members of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company and the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby authorised to fix the remuneration payable to him for such appointment.”

For and on behalf of  
**Genomic valley Biotech Limited**

**Yogesh Agrawal**  
**Chairman**  
DIN-01165288

Date: 02.09.2016  
Place: Haryana

Address: G-74, Pushkar Enclave,  
Paschim Vihar, Delhi- 110063

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
4. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) and Route Map is enclosed with the Notice of Annual General Meeting.
5. Corporate Members intending to send their authorized representatives under Section 113 of the Act, are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
8. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 23<sup>th</sup> September 2016 to 29<sup>th</sup> September 2016 both days inclusive.
9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in

the prescribed Form duly filled in to Beetal Financial & Computer Services Private Limited (RTA) having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.

10. Members are requested to:

- a. Intimate to the Company's Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
- b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/dematerialised form;
- c. Quote their folio numbers/Client ID and DP ID in all correspondence;
- d. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

11. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 22<sup>nd</sup> Annual General Meeting (AGM) and the Annual Report for the year 2015-16, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/ Depository Participant and who have not opted to receive the same in physical form.

12. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2015-16 and the Notice of the 22<sup>nd</sup> AGM would be sent in the permitted mode.

13. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062. (in case of Shares held in physical form).

14. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for financial year 2015-16 will also be available on the Company's website at [www.http://genomicvalley.com/investorrelationpage.htm](http://genomicvalley.com/investorrelationpage.htm) and also on the website of the RTA, Beetal Financial & Computer Services Private Limited at <http://beetalfinancial.com> . Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a

request to the Company for the same. For any communication, the shareholders may also send requests to the Company's email id. : genomicvalley@gmail.com

15. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Annual General Meeting of the Company.
16. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
17. Appointment of Director and Shareholding in the Company:

Mrs. Parul Agrawal holds 283700 Equity Shares of Rs.10 each fully paid up in the Company. Brief resume, details of shareholdings, and director inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.

18. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

19. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting by electronic means and the

business may be transacted through Electronic Voting (e-voting) services provided by Central Depository Services Limited (CDSL).

The Company has appointed Mr. Govind Khandelwal of M/s JKJ & Associates, Practicing Company Secretaries Firm, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 22<sup>nd</sup> September, 2016 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot paper is annexed. A member desiring to exercise vote by ballot paper shall complete the enclosed ballot paper with assent (for) or dissent (against) and send it to Registered office of the Company so as to reach us on or before 28<sup>th</sup> September, 2016 by 5.00 P.M. Any ballot paper received after the said date and time shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by ballot paper or through e-voting. If members are opting for e-voting then do not vote by ballot paper or vice versa. However, in case of Members casting their vote both by ballot paper and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

21.1 Members whose shareholding is in the dematerialised form and whose e-mail addresses are registered with the Company / Depository Participants will receive an e-mail informing User ID and Password.

- a. The e-voting period begins on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- d. Click on the link "Shareholders/Members".
- e. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field which is printed on Ballot Paper / Attendance Slip indicated in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).</li> </ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- l. Click on the EVSN for the relevant GENOMIC VALLEY BIOTECH LIMITED on which you choose to vote.
- m. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- t. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.